

Department of Veterans Affairs  
(VA)

# Mentor-Protégé Program

## Agreement Template

Mentor-Protégé agreement for each Mentor-Protégé relationship must be forwarded to the Executive Director, VA Office of Small and Disadvantaged Business Utilization (OSDBU) for approval.

**Please note** that for all agreements, developmental assistance costs may only be incurred after the official start date, which is the date of the incorporation of the Mentor-Protégé agreement into the identified contractual vehicle.

The following template is **provided as a guide** to assist in the preparation of the VA Mentor-Protégé Agreement, and all elements listed below and discussed in the MPP Guidebook must be addressed in the agreement. Attachments/addendums are allowed as necessary.

**Period of Performance:** *State the period of time (in months) over which the developmental assistance will be performed – cannot exceed three years (36 months).*

Number of Months:	
Sponsoring VA Center:	
Contract Number (if known):	

**Estimated Cost of Agreement:** *Provide an estimate of the cost of the developmental assistance to be provided by the Mentor. Include a yearly breakdown of cost elements to be funded. Please also include as a separate attachment the Cost Proposal, detailing the costs included in the Work Breakdown Structure.*

	(enter whole dollar amounts only)
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	Year 1	Year 2	Year 3	Total
Direct Labor:				
Indirect Costs:				
HBCU/MI/PTAC/SBDC:				
Other Direct Costs:				
Yearly Totals:				

1. **Mentor Information.** *Provide the following.*

Name of Mentor:	
Address:	
Telephone/ext.:	
Fax:	
Homepage:	
Industry (i.e. R&D, Svc, Mfg):	
Cage Code:	
DUNS Number	
Date of Mentor Approval	

2. **Mentor Historical Background.** *Provide a brief summary of the Mentor, including a profile and its historical activities and accomplishments under the Small Business Subcontracting Program and the Mentor-Protégé Programs. Indicate whether the Mentor has ever been officially classified as a small business.*
3. **VA Subcontract Awards to Protégé.** *Provide the number and total dollar amount of VA subcontract awards made to the Protégé by the Mentor during the two complete fiscal years immediately preceding the date of this agreement. If none, enter zero. Please note that the government fiscal year is from October 1-September 31.*

VA Subcontract Awards to Protégé		
Fiscal Year	Number	Dollar Amount
FY-_____		
FY-_____		

4. **Other Federal Agency (Excluding VA) Subcontract Awards to Protégé.** *Provide the number and total dollar amount of all other federal agency (excluding VA) subcontract awards made to the Protégé by the Mentor during the two complete fiscal years immediately preceding the date of this agreement. If none, enter zero. Please note that the government fiscal year is from October 1-September 31.*

Other Federal Agency (Excluding VA) Subcontract Awards to Protégé		
Fiscal Year	Number	Dollar Amount
FY-_____		
FY-_____		

5. **Potential Subcontracts to the Protégé.** *Provide the anticipated number, dollar value, and type of subcontracts (both VA and other federal agency) to potentially be awarded to the Protégé by the Mentor, consistent with the extent and nature of the Mentor's business.*

Potential Subcontract Awards to Protégé from Mentor			
Fiscal Year	Number	Dollar Amount	Type (VA or Other Federal Agency)

6. **Protégé Eligibility.** *Provide a statement certifying that the Protégé is currently eligible to participate in the program pursuant to at least one of the criteria outlined in the VAAR. (note: Veteran and Service Disable Veteran Owned Small Business must register and verified in VETBIZ Registry)*

7. **Protégé Information.** *Please provide the following:*

<b>Name of Protégé:</b>			
<b>Address:</b>			
<b>Telephone:</b>			
<b>Fax:</b>			
<b>Homepage URL:</b>			
<b>Industry/Bus. Type:</b> (e.g. Mfg: 80%, Re&D: 20%)	<b>Construction:</b>		
	<b>Manufacturing:</b>		
	<b>R&amp;D:</b>		
	<b>Service:</b>		
<b>Year Established:</b>			
<b>DUNS Number:</b>			

**Percent (%) Owned by Mentor.**

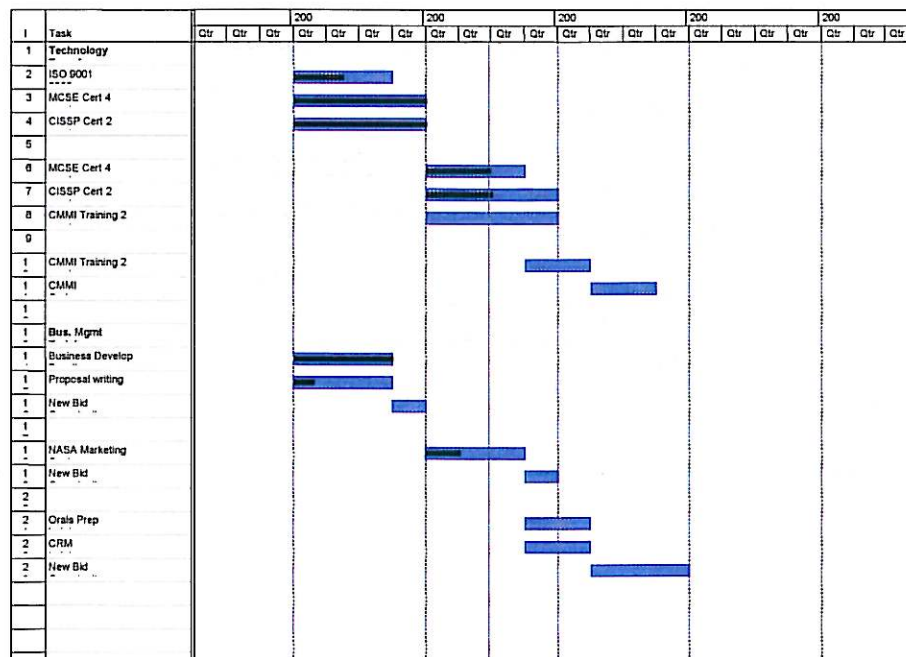
8. **Protégé's Previous Mentor-Protégé Program Participation.** *Provide the following information only if the Protégé has previously participated in the VA Mentor-Protégé Program. Provide a statement as a separate enclosure to this agreement that there will be no duplication under this agreement of the assistance previously provided to the Protégé under a prior agreement. This must be agreed to, and presented on company letterhead, by both the Mentor and the Protégé. If the previous agreement began prior to (MM/DD/YY), then no statement is required.*

Prior VA Mentor-Protégé Program Agreements	
Previous Mentor Name:	
Type of Agreement:	
Period of performance of previous agreement:	
Termination Date: <i>(if applicable)</i>	
Termination Reason: <i>(if applicable)</i>	

- 9. Developmental Assistance Program.** *Describe the developmental program for the Protégé specifying the type of assistance planned. Explain how this plan will address the Protégé's needs and enhance its ability to perform successfully under contracts or subcontracts within VA. For examples of types of developmental assistance, please see the VA Mentor-Protégé guidebook, available at <http://www4.va.gov/OSDBU/veteran/mpp.asp>.*

**Milestones.** Establish and define milestones for providing the identified developmental assistance, and illustrate in a Gantt chart(s).

### Example Gantt Chart



10. **Metrics.** *The success of the Mentor-Protégé Program agreement is measured on a 6-month basis by a system of metrics designed to ensure continued pursuit and completion of the milestones outlined in the agreement, achievement of technology transfers, and attainment of contract awards and revenue. In addition to the developmental assistance plan, provide factors to assess the Protégé's developmental progress under the agreement. Metrics may include the following:*

*The quantitative measures for the success of this agreement will include:*

- *Planned tasks started and completed on time*
- *Development initiatives on/ behind schedule*
- *Number of certifications in progress and completed*
- *Number and value of VA prime/ subcontracts and other federal agency prime/ subcontracts awarded to Protégé*
- *Annual revenue of Protégé*
- *Protégé's employee base*
- *Timeliness of report submissions*

11. **Value of the Mentor-Protégé Agreement.** *Provide a summary of the value of this agreement as to how it will support the VA mission(s), increase the Protégé's ability to participate in VA, Federal, and/ or commercial contracts and subcontracts, and increase small business subcontracting opportunities in industry categories where eligible Protégés or other small business categories are not dominant in the Mentor's vendor base.*

12. **Termination Procedures (Mentor).**

**Voluntary:** *Explain the procedures to be used by the Mentor to notify the Protégé of intent to withdraw from the agreement. Notification to the Protégé must be in writing and must be received by the Protégé at least 30 days prior to withdrawal by the Mentor. Mentors may voluntarily terminate the Mentor-Protégé agreement if it no longer wants to be a participant in the Program and only if they wish to withdraw all participation under all agreements in the VA Program as a Mentor.*

**For Cause:** *Describe the procedures under which the Mentor may elect to terminate the Mentor-Protégé agreement for cause which include the following:*

- *The Protégé must be furnished written notice by the Mentor of the proposed termination which states the specific reasons for such action. Notification to the Protégé must be made at least 30 days prior to the effective date of the proposed termination.*
- *The Protégé has 30 days to respond to the proposed termination. The Protégé may rebut any statements/ claims it believes to be incorrect and may offer a remedy if necessary.*
- *Upon consideration of the Protégé's response, the Mentor must either withdraw the notice of proposed termination and continue in the agreement, or, issue a notice of termination.*

*The decision of the Mentor regarding termination for cause, if conforming with the requirements of this section, shall be final upon written consent by the VA OSD/BU.*

**13. Voluntary Termination Procedures (Protégé).** *Describe procedures for the Protégé to notify the Mentor of the Protégé's intent to voluntarily terminate the Mentor-Protégé agreement. Notification to the Mentor must be made in writing at least 30 days prior to termination. The Mentor is allowed to respond within that 30 day period. If a response is received within that window, then 30 days from the date of the Mentor's response letter is the official date of termination. If no response is received from the Mentor, the date proposed by the Protégé to terminate the agreement will be considered the official termination date.*

**14. Termination by VA OSDDBU for cause – (Please see Guidebook)**

**15. Mentor Point of Contact (POC)** *All correspondence and inquiries regarding the VA Mentor-Protégé Program will be addressed to the Points of Contact indicated below.*

<b>Name:</b>	
<b>Title:</b>	
<b>Address:</b>	
<b>Telephone/Ext.:</b>	
<b>Fax:</b>	
<b>E-mail:</b>	

**16. Protégé Point of Contact (POC)**

<b>Name:</b>	
<b>Title:</b>	
<b>Address:</b>	
<b>Telephone/Ext.:</b>	
<b>Fax:</b>	
<b>E-mail:</b>	

**17. Report & Review Requirements.** *Attach a statement from both the Mentor and the Protégé indicating their willingness to comply with the program's reporting and review requirements as specified in the VAAR Supplement 819.71 and the Mentor-Protégé Guidebook. The Protégé must include in their statement an affirmation that it will provide data on employment, annual revenues, VA prime and subcontracts, and other federal agency prime and subcontracts for the two 12-month periods following the end of the agreement.*

**18. Needs Assessment.** *Include with the agreement a statement that the Mentor performed a needs assessment with the Protégé to determine applicable developmental assistance to be performed, as required by the VAAR Supplement 819.71.*

**20. Signatures.** *The Mentor and the Protégé must sign and date this agreement. Titles of all signatories must be included. (Please note that a Mentor cannot require a small business concern to enter into a Mentor-Protégé agreement as a condition for award of a contract from the Mentor, including a subcontract under a VA prime or subcontract awarded to the Mentor.)*

<u>Mentor</u>	<u>Protégé</u>
_____ Printed Name	_____ Printed Name
_____ Signature	_____ Signature
_____ Title	_____ Title
_____ Date	_____ Date

